

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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2011

Estimated average burden

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Add	lress of Re	porting l	Person *	2.	. Iss	suer Nar	ne a	and Ti	cke	er or T	radii	ng Symb	5. Relation (Check all			Person(s)	to Issuer
Martin Ronal	ld D			I	NF	INER	A (COR	P [[INF	N]						
(Last)	(First)	(Mid	ldle)	3	. Da	ate of Ea	arlie	st Tra	nsa	ction (MM/	DD/YYYY) Direct	or	_	10% O	wner
(=334)	(= ===+)	(,											er (give titl	e below)	Othe	er (specify
C/O INFINE	RA							1/30)/2	012			below) Senior V I	P World	wide Sale	c	
CORPORAT		$0 C \lambda S$	DIAN										Semoi VI	, world	wide Saic	3	
COURT	1011, 14	U CAB	LIMI														
COURT	(Street)			4	If	Amendı	men	t Date	· O	riginal	File	ed.	6. Individ	ual or Ioi	nt/Group	Filing (Ch.	nok
	, ,					DD/YYYY		ii, Daic	. 0	iigiiiai	1 110	Ju	Applicable L		int/Oroup i	i iiiig (cii	CCK
SUNNYVAL	E. CA 94	1089															
(City)	(State)	(Zip)												Reporting Pethan One Rep		
(City)	(Built)	(2.1)	,										Form the	d by More	шан Опе кер	orung reiso	11
		Table 1	I - Non-I	Deriv	ati	ve Secu	riti	es Aco	ui	red. Di	ispo	sed of. o	or Beneficially	v Owned	l		
1.Title of Security				2. Tra		2A.	_	3. Trans.	_	4. Secur			Amount of Securiti	<u></u>		6.	7. Nature
(Instr. 3)		Date		Deemed	1 (Code		Acquired (A)		or Fol	lowing Reported T			Ownership Form:			
					Execution Date, if		(Instr. 8)		Disposed of (I (Instr. 3, 4 and			str. 3 and 4)	and 4)			Beneficial Ownership	
						any					(A)					or Indirect (I) (Instr.	(Instr. 4)
								Code	v	Amount	or (D)	Price				4)	
Common Stock							\dashv	0040	Ť		(2)		9	192		D	
										Į.	·					1	
Tab	ole II - Dei	rivative	Securiti	es Be	enef	icially (Owi	ned (e	e.g.	, puts	, cal	lls, warr	ants, options	, convert	tible secur	rities)	
1. Title of Derivate	2.	3. Trans.	3A.	4.		5. Number					and		nd Amount of		9. Number	10.	11. Nature
Security (Instr. 3)	Conversion Date Deemed or Exercise Execution					Derivative Securities	Expiration Date Securities Und Derivative Sec								Ownership Form of	of Indirect Beneficial	
(msu. 5)	Price of		Date, if	(Instr	. ,	Acquired ((Instr. 3 a		(Instr. 5)	Securities	Derivative	Ownership
	Derivative Security		any	8)		or Dispose (D)	ed of							Owned Following	Beneficially Owned	Direct (D) or Indirect	(Instr. 4)
					- 10	Instr. 3, 4	and								Following		
				-		5)	1					-	I A	-	Reported Transaction	(I) (Instr. 4)	
								Date	aab1	Expira le Date	tion	Title	Amount or Number of		(s) (Instr. 4)		
				Code	V	(A)	(D)) Exerci	Saui	Date			Shares				
Restricted Stock Units	(1)							(2	2)	(2	2)	Common Stock	12500		12500	D	
Employee Stock				1	Ħ												
Option (Right to	\$6.97							(3	3)	8/3/20)19	Common Stock	580		580	D	
Buy) Employee Stock	+				${}^{\rm H}$		+										
Option (Right to	\$6.97							(4)	8/3/20)19	Common Stock	36920		36920	D	
Buy)	-			-	Н		-										
Restricted Stock Units	(1)							(5	i)	(5	5)	Common Stock	25000		25000	D	
Employee Stock				<u> </u>	Ħ		T			11/22/	2016						
Option (Right to	\$8.19							(6	5)	11/23/	2016	Common Stock	3144		3144	D	
Buy) Employee Stock	+			_	${++}$		\vdash					 				-	
Option (Right to	\$8.19							(6	5)	11/23/	2016	Common Stock	11441		11441	D	
Buy)	1				\dashv		\vdash					BUCK		ļ			
Employee Stock Option (Right to	\$8.58							(7)	2/10/2	021	Common	7607		7607	D	
Buy)					Щ							Stock					
Employee Stock												Common	ı				
1 * *	1	ı	1	1				1		ı		1	1	1	1	1	I

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any	4. Trans Code (Instr. 8)		5. Number Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4 a 5)	A) l of	6. Date Exercisable and Expiration Date			Underlying Derivative Security Security dd 4) (Instr. 5)		of derivative Securities Beneficially Owned Following	Ownership Form of Derivative	Beneficial
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Option (Right to Buy)	\$8.58							(7)	2/10/2021	Stock	41393		41393	D	
Restricted Stock Units	(1)	1/30/2012		A		56000		(8)	(8)	Common Stock	56000	\$ 0	56000	D	

Explanation of Responses:

- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (2) The RSUs vest in three equal annual installments beginning on August 5, 2011.
- (3) The option fully vested on December 3, 2010.
- (4) One-half of the shares subject to the option vest on August 3, 2010 with the remaining shares vesting in thirty-six equal monthly installments beginning on September 3, 2010.
- (5) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (6) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 10, 2011.
- (8) The RSUs vest in three equal annual installments beginning on February 5, 2013.

Reporting Owners

Demonting Overnor Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Martin Ronald D									
C/O INFINERA CORPORATION									
			Senior VP, Worldwide Sales						
140 CASPIAN COURT									
SUNNYVALE, CA 94089									

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.